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19406-A

NOV 17 1995 11:11 AM

RECORDED
11/17/95

November 17, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) copies of an Amendment No. 1 to Memorandum of Owner Security Agreement, dated November 14, 1995, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Memorandum of Owner Security Agreement duly filed with the Commission under Recordation Number 19406.

The names and addresses of the parties to the enclosed document are:

Debtor: First Security Bank of Utah, N.A.
79 South Main Street
Salt Lake City, Utah 84111

Secured Party: The Provident Bank
One East Fourth Street
Cincinnati, Ohio 45202

A description of the railroad equipment covered by the enclosed document is set forth on the schedule attached thereto.

Counterparts

Mr. Vernon A. Williams

November 17, 1995

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Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. Alvord", written in dark ink.

Robert W. Alvord

RWA/bg
Enclosures

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AMENDMENT NO.1 TO MEMORANDUM of OWNER SECURITY AGREEMENT dated as of April 28, 1995, among First Security Bank of Utah, N.A., not in its individual capacity, but solely as Owner Trustee, (hereinafter called the Borrower), and The Provident Bank (hereinafter called the Secured Party).

WHEREAS the Borrower, and Secured Party have entered into that Memorandum of Owner Security Agreement dated as of April 28, 1995 with respect to the Collateral defined therein and the parties desire to amend said Memorandum to include the cars and car markings GNRR 5300 through 5313 inclusive within the definition of Collateral as well as the cars and car marks, set forth on the Schedule of Gondolas attached hereto.

WHEREAS the Borrower, and Secured Party hereby amend the definition of Collateral and End User Leases, as set forth in the Memorandum of Owner Security Agreement to include any and all leases of the Gondola Equipment as defined therein to the definitions of Collateral and End User Leases.

IN WITNESS WHEREOF, the parties wish to show for the public record the assignment of a security interest in the aforesaid Collateral to the Secured Party, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

Borrower

First Security Bank of Utah, N.A., not in its individual capacity, but solely as Owner Trustee

By: _____

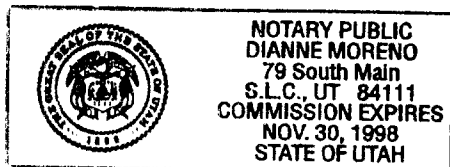
Greg A. Hawley

Its: _____

Assistant Vice President

STATE OF UTAH)
) SS:
COUNTY OF SALT LAKE)

The foregoing instrument was acknowledged before me this 14th day of November, 1995 by Greg A. Hawley, Asst. Vice President, of First Security Bank of Utah, N.A., a national banking association, on behalf of the national banking association.



Dianne Moreno
Notary Public

ICC for Sec. Ag.

Secured Party/Assignee

The Provident Bank

By: *John P. Skova*

Title: Vice President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 15th day of November 1995
by *John P. Skova*, Vice President, of The Provident Bank, an Ohio
corporation, on behalf of the corporation

Gayle A. Veneman
Notary Public

GAYLE A. VENEMAN
Notary Public, State of Ohio
My Commission Expires March 24, 2000

Attachment A

Description: 100-Ton Gondolas with 52' 6" Interior Length

Quantity: Sixty-one (61)

Car Mark: GNRR

Car Numbers:

5226	5249	5278	5295
5227	5250	5279	5296
5232	5251	5280	5298
5233	5252	5282	5299
5234	5253	5283	5300
5238	5254	5284	5302
5239	5255	5285	5303
5240	5256	5286	5304
5241	5257	5287	5305
5242	5258	5288	5306
5243	5259	5290	5307
5244	5260	5291	5308
5245	5261	5292	5309
5246	5262	5293	5310
5247	5267	5294	5311
			5313